

BINGHAM

DOCKET FILE COPY ORIGINAL

File Stamp and Return

Brett P. Ferenchak  
brett.ferenchak@bingham.com  
Our file no.: 0000332244

May 20, 2008

Via Overnight Courier

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Received US Bank  
MAY 21 2008  
Gov't. LBX Operations

**Re: In the Matter of the Joint Application of CenturyTel Acquisition LLC,  
Assignor, and Onvoy, Inc., and Zayo Bandwidth Indiana, LLC, Assignees,  
For Grant of Authority Pursuant to Section 214 of the Communications Act  
of 1934 and Section 63.04 of the Commission's Rules to Transfer Certain  
Assets from Assignor to Assignees**

Dear Ms. Dortch:

On behalf of CenturyTel Acquisition LLC ("CTA" or "Assignor") and Onvoy, Inc. ("Onvoy") and Zayo Bandwidth Indiana, LLC ("Zayo-IN" and collectively with Onvoy, "Assignees") (CTA and Assignees collectively, the "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of certain assets of CTA to Assignees.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

  
Brett P. Ferenchak

Counsel for Applicants

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Walnut Creek  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T 202.373.6000  
F 202.373.6001  
bingham.com

A/72364015.1

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  979091		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferencsak			
(5) STREET ADDRESS LINE NO. 2 2020 K Street, NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME CenturyTel Acquisition LLC			
(14) STREET ADDRESS LINE NO. 1 100 CenturyTel Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Monroe		(17) STATE LA	(18) ZIP CODE 71203
(19) DAYTIME TELEPHONE NUMBER (include area code) 318-388-9000		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) 0012985495		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>5/20/2008</u>	

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 2 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Onvoy, Inc.

(14) STREET ADDRESS LINE NO. 1

300 South Highway 169

(15) STREET ADDRESS LINE NO. 2

Suite 700

(16) CITY

Minneapolis

(17) STATE

MN

(18) ZIP CODE

55426

(19) DAYTIME TELEPHONE NUMBER (include area code)

952-230-4100

(20) COUNTRY CODE (if not in U.S.A.)

## FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0004323028

(22) FCC USE ONLY

## COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION		SPECIAL USE	
REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY	
Page No <u>3</u> of <u>3</u>			
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME <b>Zayo Bandwidth Indiana, LLC</b>			
(14) STREET ADDRESS LINE NO. 1 <b>950 Spruce Street</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 1A</b>			
(16) CITY <b>Louisville</b>		(17) STATE <b>CO</b>	(18) ZIP CODE <b>80027</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>303-381-4683</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0014155386</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of the Joint Application of )  
)  
)

**CenturyTel Acquisition LLC**, Assignor, )  
)

and )

**Onvoy, Inc.**, and )  
**Zayo Bandwidth Indiana, LLC**, Assignees, )  
)

For Grant of Authority Pursuant to Section 214 of the )  
Communications Act of 1934 and Section 63.04 )  
of the Commission's Rules to Transfer Certain )  
Assets from Assignor to Assignees )  
\_\_\_\_\_ )

WC Docket No. 08-\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

CenturyTel Acquisition LLC ("CTA" or "Assignor") and Onvoy, Inc. ("Onvoy") and Zayo Bandwidth Indiana, LLC ("Zayo-IN" and collectively with Onvoy, "Assignees") (CTA and Assignees collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request authority for Onvoy and Zayo-IN to acquire from CTA specific tangible and intangible assets, customer contracts, and network infrastructure (the "Assets") in the Fort Wayne, Indiana, Ann Arbor and Lansing, Michigan, and Akron and Toledo, Ohio markets (the

“Markets”).<sup>1</sup> CTA will maintain its domestic Section 214 authority and Applicants are not requesting the transfer of that authorization.

In support of this Application, Applicants provide the following information:

## **II. THE APPLICANTS**

### **A. CenturyTel Acquisition LLC (“CTA”)**

CenturyTel Acquisition LLC is a direct, wholly owned subsidiary of CenturyTel, Inc. (“CenturyTel”). CTA is a limited liability company formed in Louisiana and CenturyTel is a Louisiana corporation. CTA and CenturyTel have a business address at 100 CenturyTel Drive, Monroe, Louisiana 71203. CenturyTel, Inc. is a publicly owned company with stock traded at the New York Stock Exchange under the stock symbol “CTL”. To CenturyTel’s knowledge, no individual or entity directly or indirectly owns 10 percent or more of the equity of CenturyTel.

CTA provides local voice, long distance, data and Internet services to businesses and carriers as a competitive local exchange carrier (“CLEC”) in competition with the incumbent local exchange carrier (“ILEC”) and other carriers in the Markets. CTA also provides service services in the following eight (8) additional states: Alabama, Kansas, Louisiana, Minnesota, Mississippi, Tennessee, Texas, and Wisconsin. CenturyTel offers integrated communications, entertainment and high-speed Internet services in various markets in 25 states throughout the United States. CenturyTel is also the ILEC in most of these markets, which serve small- to

---

<sup>1</sup> The request for approval pursuant to Section 63.24 applies only to Onvoy because the assets used for providing and customers receiving international services will be assigned to Onvoy. Therefore, Zayo Bandwidth only requests approval pursuant to Section 63.04 for its acquisition of interstate assets and customers from CTA. Onvoy also requests approval pursuant to Section 63.04 for its acquisition of interstate assets and customers from CTA.

mid-sized cities and rural areas. CenturyTel has no ILEC operations in or adjacent to the Fort Wayne, Indiana, Ann Arbor and Lansing, Michigan, and Akron and Toledo, Ohio markets.

**B. Assignees**

Onvoy is a Minnesota corporation with offices located at 300 South Highway 169, Suite 700, Minneapolis, Minnesota 55426. Zayo-IN is a Delaware limited liability company with its principal office located at 901 Front Street, Suite 200, Louisville, Colorado 80027. Assignees are wholly owned by Zayo Group, LLC ("Zayo" and together with Assignees, the "Company"). Zayo is a Delaware limited liability company. Zayo is directly owned by Zayo Group Holdings, Inc. ("Holdings"), a Delaware corporation, which in turn is directly owned by Communications Infrastructure Investments, LLC ("CII"), a Delaware limited liability company. Zayo, Holdings and CII have a principal office located at 901 Front Street, Suite 200, Louisville, Colorado 80027.

The Company was organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses and has made a number of acquisitions to further that business plan. Specifically, Zayo has recently completed acquisitions of: (1) Memphis Networkx, LLC (now known as Zayo Bandwidth Tennessee, LLC) ("Zayo-TN");<sup>2</sup> (2) PPL Telcom, LLC (now known as Zayo Bandwidth Northeast, LLC) ("Zayo-NE") and PPL Prism, LLC (now know as Zayo Bandwidth Northeast Sub, LLC) ("Zayo-NE Sub");<sup>3</sup> (3)

---

<sup>2</sup> Memphis Networkx, LLC is a provider of intrastate communications services in Tennessee. The acquisition of Memphis Networkx, LLC by Zayo was completed on July 31, 2007.

<sup>3</sup> The acquisition of Zayo-NE and Zayo-NE Sub by Zayo was completed on August 24, 2007. The Commission approved the transfer of control in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

Indiana Fiber Works LLC (now known as Zayo Bandwidth Indiana, LLC) ("Zayo-IN"),<sup>4</sup> (4) Onvoy and Minnesota Independent Equal Access Corporation ("MIEAC"),<sup>5</sup> and (5) Citynet Fiber Network, LLC (now known as Zayo Bandwidth Central, LLC ("Zayo-Central")).<sup>6</sup> Zayo is also in the process of acquiring Northwest Telephone, Inc. ("NTI").<sup>7</sup> The acquisition of the Assets by Assignees will further enable the Company to achieve its business plan. Assignees have the technical, managerial, and financial qualifications to acquire the assets and customers of CTA. Assignees are operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

Onvoy is the primary entity comprising the Company's Onvoy Voice Services operating group, which provides local exchange, switched access, long distance, SS7, directory assistance and operator services to other communications providers. Onvoy provides telecommunications services directly to commercial and wholesale customers in six states and through its wholly-owned subsidiary, Minnesota Independent Equal Access Corporation ("MIEAC"). MIEAC, a Minnesota corporation, provides centralized equal access ("CEA") in Minnesota and North Dakota. Onvoy provides interstate telecommunications service pursuant to blanket domestic Section 214 authority. Onvoy also holds international Section 214 authority (1) to provide global resale services and (2) to operate as a facilities-based carrier by

---

<sup>4</sup> The acquisition of Zayo-IN was completed on September 28, 2007. The Commission approved the transfer of control in WC Docket No. 07-159; IB File No. ITC-T/C-20070725-00295.

<sup>5</sup> The acquisition of Onvoy and MIEAC was completed on November 7, 2007. The Commission approved the transfer of control in WC Docket No. 07-222 and IB File No. ITC-T/C-20070905-00361.

<sup>6</sup> The acquisition of CFN and its subsidiary Citynet Virginia, LLC was completed on February 15, 2008. The Commission approved the transfer of control in WC Docket No. 08-06.

<sup>7</sup> The acquisition of NTI is pending in WC Docket No. 08-44 and IB File No. ITC-T/C-20080324-00153.



constructing and operating a fiber optic telecommunications facility between the United States and Canada. *See* IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452), DA 97-2070 (September 25, 1997) and IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769), DA 98-108 (January 22, 1998), respectively.<sup>8</sup>

Zayo-IN is one of six entities that currently comprise the Company's Zayo Bandwidth operating group, which primarily provides dark fiber access for private networks and customer-operated wholesale and retail telecommunication networks as well as high-capacity telecommunications services, including private line and transport for enterprise customers and carriers and other network providers. Zayo-IN provides telecommunications services to customers in three states. Zayo-IN provides interstate telecommunications service pursuant to blanket domestic Section 214 authority. Zayo-IN also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service. *See* IB File No. ITC-214-20060523-00284 (June 15, 2006).

ZMS is the Company's third operating group, which provides hosted PBX, videoconferencing and secure private data network services in addition to Web hosting and collocation, Internet access, customer premise equipment, and information technology services. ZMS is authorized to provide resold long distance services in Colorado. ZMS provides interstate telecommunications service pursuant to blanket domestic Section 214 authority. ZMS does not hold international Section 214 authority.

---

<sup>8</sup> These International Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services).

### C. Section 214 Authorizations

CTA is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. CTA does not hold international Section 214 authority.

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Onvoy also holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).<sup>9</sup>

Zayo-IN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

The following affiliates of Assignees also hold Section 214 authority:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE Sub does not provide international services.

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

---

<sup>9</sup> The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.

Zayo-Central is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01.

As described in Section V(a)(7)(vii), the Assignees are Affiliated through CII's investors with the following telecommunications carriers: (1) PRWireless, Inc.; (2) Airband Communications, Inc.; (3) CSDRS, LLC; (4) CCTV Wireless; (5) New Global Telecom, Inc.; (6) Triad AWS, LLC; (7) Horizon Wi-Com, LLC; (8) Cavalier Telephone, LLC, Cavalier Telephone Mid-Atlantic, LLC, Elantic Telecom, Inc., Cavalier Networks, LLC, Talk America, Inc., LDMI Telecommunications, Inc., Network Telephone Corporation and The Other Phone Company; (9) Nuvox, Inc., Florida Digital Network, Inc. d/b/a FDN Communication, Southern Digital Network, Inc. d/b/a FDN Communication; (10) Cleveland Unlimited, LLC; and (11) TX-11 Acquisition, LLC (d/b/a Cellular One of East Texas).

### **III. DESCRIPTION OF THE TRANSACTION**

Through an Asset Purchase Agreement entered into between CTA and Zayo Bandwidth Tri-State, LLC ("Tri-State"), dated March 31, 2008, CTA has agreed to sell certain assets, including metropolitan area network transmission and switching facilities with respect to the Fort Wayne, Indiana, Ann Arbor and Lansing, Michigan, and Akron and Toledo, Ohio markets (the "Markets"). Certain customer contracts will also be assigned by CTA. Although the Zayo Bandwidth operating group will retain assets associated with the provision of private line service, when they are assigned to Zayo-IN (Tri-State will assign its rights in those assets and associated customers to Zayo-IN prior to closing) and Zayo-IN will become the service provider for the assigned customers who receive those services, certain of the other acquired regulated assets and services are more appropriately within the lines of business of the Onvoy Voice Services operating group. Therefore, Onvoy will acquire switches and other assets used by CTA to provide switched voice service and will become the service provider for the assigned CTA customers receiving those services.

In the interest of assuring a seamless and uninterrupted service, all of the assigned customers will continue to receive service from Onvoy and Zayo-IN under the same rates,

terms and conditions as were previously provided by CTA. However, Zayo's review of the customer contracts, locations, and services indicates that certain of them, as currently provided by CTA, are likely not economically sustainable. Accordingly, Zayo is continuing to evaluate the business and shortly following the closing expects to begin the process of discontinuing service to certain of the customers. Assignees will follow the appropriate FCC and state rules and procedures, including applicable customer notice requirements, for discontinuing service to any such customers. A copy of the two versions of the customer notice letter (one for customers that Zayo has determined will not be discontinued following closing and one for customers that Zayo may determine to discontinue following closing) are provided in Exhibit A.

#### **IV. PUBLIC INTEREST STATEMENT**

Applicants respectively submit that the proposed Transaction serves the public interest. Through the Transaction, Assignees will obtain assets and customers which will expand the Company's client base, provide Assignees an expanded presence in the United States telecommunications market, and thereby make Assignees more viable competitors in all of their markets. Further, Assignees' operations are overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. In addition, the proposed transaction is structured to assure an orderly transition of customers from CTA to Assignees. In accordance with the terms of their service contracts and the rules and procedures of the Commission and states, customers will be properly notified of the proposed transaction and the change in their telecommunications provider from CTA to Assignees.

**V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

**(a)(1) Name, address and telephone number of each Applicant:**

**CTA (Assignor):**

**FRN: 0012985495**

CenturyTel Acquisition LLC  
100 CenturyTel Drive  
Monroe, LA 71203  
Tel: (318) 388-9000

**Onvoy, Inc. (Assignee):**

**FRN: 0004323028**

300 South Highway 169, Suite 700  
Minneapolis, MN 55426  
Phone: (952) 230-4100

**Zayo-IN (Assignee):**

**FRN: 0014155386**

950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Tel: (303) 381-4683

**(a)(2) Jurisdiction of Organizations:**

**CTA:**

CenturyTel Acquisition LLC is limited liability company formed under the laws of the State of Louisiana.

**Onvoy:**

Onvoy, Inc. is a corporation formed under the laws of the State of Minnesota.

**Zayo-IN:**

Zayo-IN is a limited liability corporation formed under the laws of the State of Delaware.

**(a)(3) Correspondence concerning this Application should be sent to:**

**For Applicants:**

Andrew D. Lipman  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: (202) 373-6697  
Fax: (202) 373-6001  
Email: andrew.lipman@bingham.com  
brett.ferenchak@bingham.com

**For Assignees:**

Scott Beer  
General Counsel  
Zayo Group, LLC  
950 Spruce Street, Suite 1A  
Louisville, CO 80027  
Tel: (303) 381-4664  
Fax: (303) 226-5923

**For CTA:**

Stacey W. Goff  
Senior Vice President, General Counsel & Secretary  
CenturyTel Acquisition LLC  
100 CenturyTel Drive  
Monroe, LA 71203  
Tel: (318) 388-9000

(a)(4) The following entities will hold, directly or indirectly, a 10% or greater interest<sup>10</sup> in Assignees as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

1) The following entity wholly owns **Onvoy, Inc.** and **Zayo-IN**:

Name: Zayo Group, LLC  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Ownership Interest: 100% equity and control  
Citizenship: U.S.  
Principal Business: Telecommunications

2) The following entities hold a ten percent (10%) or greater direct or indirect interest in **Zayo Group, LLC**:

Name: Zayo Group Holdings, Inc. ("Holdings")  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (indirectly in Zayo as 100% owner of Holdings)

2) The following entities and individuals hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC ("CII")**:

Name: Oak Investment Partners XII, Limited Partnership  
("Oak Investment XII")  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 25.7% (directly in CII)

---

<sup>10</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Oak Associates XII, LLC ("Oak Associates")  
 Address: 525 University Avenue, Suite 1300  
 Palo Alto, CA 94301  
 Citizenship: U.S.  
 Principal Business: Investments  
 % Interest: 25.7% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano  
 Edward F. Glassmeyer  
 Ann H. Lamont  
 Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")  
 Address: 75 State Street, Suite 2500  
 Boston, MA 02109  
 Citizenship: U.S.  
 Principal Business: Investments  
 % Interest: 24.9% (directly in CII)

Name: M/C VP VI, L.P.  
 Address: 75 State Street, Suite 2500  
 Boston, MA 02109  
 Citizenship: U.S.  
 Principal Business: Investment Management  
 % Interest: 24.9% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC  
 Address: 75 State Street, Suite 2500  
 Boston, MA 02109  
 Citizenship: U.S.  
 Principal Business: Investment Management  
 % Interest: 24.9% (indirectly as the general partner of M/C VP VI, L.P.)



The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade  
David D. Croll  
Matthew J. Rubins  
John W. Watkins  
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.6% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.  
("Columbia Capital IV")  
Address: 201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 22.7% (directly in CII)

Name: Columbia Capital IV, LLC  
Address: 201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 25.7% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (2.8% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.  
R. Philip Herget, III  
Harry F. Hopper III

These individuals also have indirect control other entities that have, in aggregate, a 0.6% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in CII through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P.  
("Battery Ventures VII")  
Address: Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.1% (directly in CII)

Name: Battery Partners VII, LLC  
Address: Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.3% (indirectly in CII as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in CII))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)  
Rick Frisbie  
Ken Lawler  
Morgan Jones  
Scott Tobin  
Dave Tabors  
Mark Sherman  
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in CII through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

For the Commission's convenience, a chart of Assignees' corporate ownership structure is provided as Exhibit B.

(a)(5) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(a)(6) A description of the transaction is set forth in **Section III**, above.

(a)(7) (i) The assets and customers that are the subject of the transaction are located in the Fort Wayne, Indiana, Ann Arbor and Lansing, Michigan, and Akron and Toledo, Ohio markets. Except for a limited amount of private line services offered by Zayo-IN in the Fort Wayne area, Assignees do not currently provide telecommunications services in these Markets.

(ii) CTA provides local voice, long distance, data and Internet services to businesses and carriers as a competitive local exchange carrier ("CLEC") in competition with the incumbent local exchange carrier ("ILEC") and other carriers in the Fort Wayne, Indiana, Ann Arbor and Lansing, Michigan, and Akron and Toledo, Ohio markets. CTA also provide service services in the following eight (8) additional states: Alabama, Kansas, Louisiana, Minnesota, Mississippi, Tennessee, Texas, and Wisconsin. CenturyTel offers integrated communications, entertainment and high-speed Internet services in various markets in 25 states throughout the United States. CenturyTel is also the ILEC in most of these markets, which serve small- to mid-sized cities and rural areas. CenturyTel has no ILEC operations in or adjacent to the Markets.

(iii) Onvoy provides competitive local exchange services in Iowa, Minnesota, North Dakota and Wisconsin and interexchange services in Iowa, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin.

(iv) Zayo-IN currently provides telecommunications services in Indiana and dark fiber services in Illinois, Indiana, and Ohio. Follow-up this transaction, Zayo-IN will also provide telecommunications services in Michigan.

(v) Zayo also currently controls Zayo-TN, Zayo-NE and Zayo-NE Sub, MIEAC, and Zayo-Central and Zayo Bandwidth Central (Virginia), LLC ("Zayo-VA") all of which provide telecommunications services. Zayo-TN provides intrastate telecommunications services in Tennessee. Zayo-NE and Zayo-NE Sub provide competitive local exchange and/or interexchange services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. MIEAC provides centralized equal access services in Minnesota and North Dakota. Zayo-Central provides wholesale bandwidth services in Georgia, Illinois,

Indiana, Kentucky, Michigan, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia. Zayo-VA provides intrastate wholesale bandwidth services in Virginia.

(vii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel

Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;
- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;
- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider, (2) CCTV Wireless, a spectrum holding entity, (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers, (4) Triad AWS, LLC, a spectrum holding entity, and (5) Horizon Wi-Com, LLC, a spectrum holding entity.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03 This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignees (and their Affiliates) will have a market share in

the interstate, interexchange market of less than 10 percent, and the Assignees (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) No other applications are being filed with the Commission with respect to the transaction described herein.

(a)(10) For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. Accordingly, Applicants request that the Commission promptly commence its examination of the transaction and issue its public notice so that it can be in a position to approve the transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV**, above.



## VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,



Andrew D. Lipman  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: (202) 373-6697  
Fax: (202) 373-6001  
Email: [andrew.lipman@bingham.com](mailto:andrew.lipman@bingham.com)  
[brett.ferenchak@bingham.com](mailto:brett.ferenchak@bingham.com)

Counsel for Applicants

Dated: May 20, 2008